CONCORDIA UNIVERSITY

MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Wednesday, 19 October 1994, immediately following the Closed Session, in Room GM 407-1, SGW Campus

Attendance

Present: Mr. Reginald K. Groome, Chairman, Dr. Tannis Arbuckle-Maag, Dr. Charles Bertrand, Interim Rector and Vice-Chancellor, Dr. Michael Brian, Mr. Alex Carpini, Mr. Jonathan Carruthers, Ms. Marianne Donaldson, Dr. Leonard Ellen, Me Pierre Frégeau, Me André Gervais, Ms. Marika Giles, Mr. Leo Goldfarb, Prof. Gerald Gross, Mr. Ajay Gupta, Dr. Henry Habib, Mr. Peter Howlett, Mr. Frank Knowles, Mr. Ronald Lawless, Mr. Daniel Leibu, Sister E. McIlwaine Ph.D., Vice-Chairwoman, Mr. Donald W. McNaughton, Mr. Jacques Ménard, Mr. Brian Neysmith, Ms. Susan O'Connell, Dr. Peter Pitsiladis, Mr. Jean-François Plamondon, Mrs. Miriam Roland, Mr. Claude I. Taylor, Vice-Chairman, Ms. Lillian Vineberg, Ms. Susan Woods

Officers of the University: Me Bérengère Gaudet, Dr. Robert Parker, Dr. Harald Proppe

Absent: Mr. Brian Aune, Mr. Dominic D'Alessandro, Dr. Jeremiah Hayes, Mr. Paul Ivanier, Me George Lengvari, Mr. Eric Molson, Chancellor, Mr. Richard Renaud, Mr. Humberto Santos, Mr. Brian Steck, Mr. William W. Stinson

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES

BG-94-9-D63 Letter from CUFA attesting the election of faculty members to the Supervisory Board
BG-94-9-D64 Financial Statements for the fiscal year 1993-94
BG-94-9-D65 Notice of Motion concerning a proposed by-law (Special By-Law "F") to indemnify governors and officers of the University
BG-94-9-D66 Proposed Special By-Law "F"
BG-94-9-D67 Executive summary of a legal opinion concerning the legal liability of university governors and officers
BG-94-9-D68 Excerpt from the Minutes of the Benefits Committee meeting of 12 October 1994, concerning Article 6.1 of the Pension Plan
BG-94-9-D69 Excerpt from the Minutes of the Benefits Committee meeting of 12 October 1994, concerning Article 5.2 of the Pension Plan

1. Call to Order

The Open Session was called to order at 9:01 a.m.

1.1 Chairman's remarks

The Chairman waived his remarks.

1.2 Approval of the Agenda

A Governor requested the addition of two items under "Business Arising". The following were added: the issue of recognition of certain of Concordia's undergraduate degrees; the supplementary budget.

Mr. Knowles asked that the financial matters, Agenda Items 3,4 and 5, be covered under Item 9.1, report of the Audit Committee.

The Agenda was approved with these changes.

1.3 Approval of the Minutes of the Open Session of the previous meeting (21 September 1994)

A Board member noted the absence, from the Minutes of September 1994, of a question he had raised about search committee procedures. Mr. Groome said that in addition to the Rules and Procedures for Advisory Search Committees adopted by the Board in March 1994, individual committees had developed more detailed guidelines for their voting procedures. The speaker expressed the view that, in future, it would be desirable to have consistent and unambiguous voting procedures for the selection process in place before searches are undertaken.

Upon motion duly moved and seconded (McNaughton, Habib), it was unanimously RESOLVED:

R94-97 THAT the Minutes of the Open Session of the previous meeting, held on 21 September 1994, be approved.

2. Business arising from the Minutes

2.1 Upon motion duly moved and seconded (Arbuckle-Maag, Gross), it was unanimously RESOLVED:

R94-98 THAT, as specified in Article 79 of the Code of Conduct (Non-Academic), the Board of Governors appoint the following individual as a member of the Supervisory Board, for a two-year term beginning 1 October 1994:
Dr. Dennis O'Connor, a faculty member, nominated by the Concordia University Faculty Association.

2.2 Dr. Parker, Interim Vice-Rector, Academic, reported that the Major in Psychology B.Sc., Major in Psychology B.A., and the Applied Social Science B.A. degrees had all been recognized and fully accredited. Those graduates who had been adversely affected in their conditions of employment would receive retroactive salary adjustments, he added.

2.3 Dr. Proppe, Interim Vice-Rector, Institutional Relations and Finance, reported that a supplementary budget, reflecting a shortfall in anticipated revenues from Québec, would probably be brought to the Board in November. However, development of the 1995-96 budget and the five-year financial plan would take somewhat longer, since the new academic and budgetary planning process adopted (in principle) by the Board in June 1994 was being applied for the first time. It was expected that the provisional operating budget would be ready to come to the Board by January 1995.

6. Notice of Motion to adopt a special By-Law to indemnify Governors of the Board and Officers of the University

Dr. Bertrand referred the Board to Document BG-94-9-D67 which gave formal notice of a motion to amend the By-Laws, to be proposed in November.

7. Approval to amend the text of the Pension Plan for Concordia University Employees

Dr. Proppe explained the purpose of the two amendments being recommended by the Benefits Committee. The first would make it possible for Pension Plan members to change their status from contributory to non-contributory, or vice versa, at annual (instead of five-year) intervals, on each anniversary of the Plan. Mr. Lawless, Chairman of the Benefits and Pension Committees, remarked that the change entailed no direct cost to the University.

The second item concerned pensionable earnings of individuals taking long-term disability (LTD) leaves. Dr. Proppe said the revision would permit the University to calculate pensions for LTD recipients based on indexation of nominal salaries according to the wage inflation index; this was thought to be fairer than the ad hoc indexation formula presently used. The actuaries had indicated that the cost of this adjustment would be equal to the amount currently saved due to LTD leaves, Dr. Proppe added.

Upon motion duly moved and seconded (Lawless, Arbuckle-Maag), it was unanimously RESOLVED:

R94-99 WHEREAS, at its meeting of 12 October 1994, the Concordia Employee Benefits Committee approved amendments to Articles 5.2 and 6.1 of the text of the Pension Plan for the employees of Concordia University; AND

WHEREAS, in accordance with Bill 116, any amendments to the Pension Plan must be approved by the Board of Governors;

BE IT RESOLVED

THAT, on the recommendation of the Benefits Committee, the amendments to Articles 5.2 and 6.1 of the text of the Pension Plan for Employees of Concordia University, as set out in Documents BG-94-9-D68 and BG-94-9-D69, be approved.

8. Progress reports of the Advisory Search Committees

8.1 Advisory Search Committee for a Rector and Vice-Chancellor

The Committee Chairman, Mr. Groome, reported. At its meeting of 12 October 1994, the Committee adopted procedures on scheduling, voting and confidentiality to complement the general Rules and Procedures adopted by the Board in March 1994. Applications were discussed; about fourty-five had been received to date. The application deadline was 15 October 1994 and preliminary screening would begin soon.

8.2 Advisory Search Committee for a Vice-Rector, Academic

The Committee Chairwoman, Sister McIlwaine, reported. The Committee met on 3 October 1994. At that meeting, the consultant presented a grid summarizing applicant information for evaluation by the Committee, and interview questions were discussed. Sister McIlwaine said it was felt that the active search to be carried out by the consultant was extremely important in soliciting strong candidates. Also, when the short-listed candidates were interviewed, it would become essential to have knowledge of the salary scale the University was offering.

It was suggested that an effort be made to pace the search process so that a new Rector may be appointed before the two Vice-Rectoral positions are filled, to allow the Rector to have some role in their selection -- as required by the new rules. Sister McIlwaine mentioned that certain candidates had expressed interest in both the positions of Vice-Rector, Academic, and Rector.

8.3 Advisory Search Committee for a Vice-Rector, Institutional Relations and Finance

Dr. Bertrand reported that the Committee would hold its first meeting in early November.

8.4 Advisory Search Committee for a Dean, Faculty of Commerce and Administration

In the absence of the Chairman, Committee member Marianne Donaldson reported. At a meeting held on 28 September 1994, the Committee adopted a selection method and timetable proposed by the consultant; these would be communicated to Departmental Chairs in the Faculty. The consultant's detailed report, including recommendations for candidates to be interviewed in the first round, would be discussed on 21 and 28 October 1994. The Committee hoped to have concluded its interviews by mid-November.

It was planned that candidates selected for the short-list would meet with the Commerce and Administration Faculty Council on 25 November 1994.

8.5 Advisory Search Committee for a Dean, Faculty of Engineering and Computer Science

The Committee Chairman, Mr. Goldfarb, reported. The Committee had not met since he last reported to the Board; the next meeting was scheduled for 27 October 1994. The application deadline is 15 December.

Three points were raised in a short discussion which followed these reports:

(i) Experience had shown that most successful applicants are contacted by networking, not advertising.

(ii) It would be advantageous to try to stagger the senior appointments so that future expiry dates, and subsequent searches, would not coincide as they presently do.

(iii) It should not be assumed that an individual qualified to be a Rector is equally suited to performing the duties of Vice-Rector, Academic; the positions are very different. Thus, candidates unsuccessful in the competition for the Rector's position should not automatically be added to the pool of applicants for the position of Vice-Rector, Academic.

9. Reports of Standing Committees

9.1 Audit Committee

Mr. Knowles reported that the financial statements for the fiscal year 1993-94 were approved at the meeting of the Audit Committee held on 14 October 1994. At the same meeting, the auditors' fees and re-appointment of Samson Bélair Deloitte Touche to serve as Concordia's auditors for the 1994-95 fiscal year, were also approved.

Mr. Knowles mentioned that the University's internal audit department, presently comprising only two professionals, would need some strengthening to be able to focus on financial audits as well as operational audits.

(Following: Approval of Items 3,4 and 5 of the Open Session Agenda)

Upon motion duly moved and seconded (Knowles, Pitsiladis), it was unanimously RESOLVED:

R94-100 THAT, on the recommendation of the Audit Committee, the Report and Financial Statements for the fiscal year ended 31 May 1994, prepared by Concordia's external auditors Samson, Bélair, Deloitte Touche, and as outlined in Document BG-94-9-D64, be approved;

AND

THAT any two members of the Board of Governors be designated to sign the Financial Statements on behalf of the University.

R94-101 THAT, on the recommendation of the Audit Committee, Samson, Bélair, Deloitte Touche be reappointed as the University's external auditors for the fiscal year ending on 31 May 1995.

R94-102 THAT, on the recommendation of the Audit Committee, the audit fees for the fiscal year ending on 31 May 1994 be approved and payment of said fees be authorized.

9.2 Benefits and Pension Committees

Mr. Lawless reported that the three investment portfolio managers attended the Pension Committee meeting of 12 October 1994. He said none showed results equal to last year's, but it was hoped that the economic upswing would be reflected in the Fund's performance during the next two or three quarters.

From the meeting of the Benefits Committee, there was nothing to add.

10. Report of the Interim Rector

Interim Rector Charles Bertrand reported that the Homecoming activities had been extremely successful, with several events sold out. Dr. Bertrand expressed his appreciation for the dedication of the organizing team including, among others, Ms. Ann Vroom, Director of Alumni Affairs; Ms. Sandra Spina, Supervisor of Administrative

Services for the Marketing Communications Department; and Mr. Irvin Dudeck, Budget Director.

A six-person advisory committee was being established to examine, case by case, the situations facing students in the Faculty of Engineering's Industrial Engineering programme, Dr. Bertrand said. The committee, whose mandate would likely extend to mid-November, would make recommendations to the Office of the Rector for resolution of students' difficulties related to the programme's non-accreditation. Dr. Bertrand informed the Board that the Faculty Council, at a meeting to be held on 21 October 1994, was expected to vote on whether to retain or discontinue the programme.

11. Reports of the Vice-Rectors

11.1 Dr. Parker, Interim Vice-Rector, Academic, indicated that strategic academic planning, as linked to the budgetary process, was underway; he hoped to have received an outline of academic priorities from the Senate Committee on Academic Planning and Priorities to present to the Office of the Rector by the end of May 1995.

11.2 Dr. Bertrand, in his capacity as Vice-Rector, Services, said he had nothing to report.

11.3 Dr. Proppe, Interim Vice-Rector, Institutional Relations and Finance, spoke about the organizational reviews. He said members of the steering committee had been visiting, in groups of two, the reviewed units to discuss the recommendations submitted by Canada Consulting. It was planned that the consultants would meet with the Office of the Rector in early November, and final recommendations would be issued as soon as possible thereafter.

12. Correspondence

Mr. Groome drew attention to a letter received from the Dean of Commerce and Administration about the Canada-China Management Education Programme; the letter had been sent to the Governors.

13. Any other business

A faculty member referred to a letter, distributed throughout the community by the Office of the Secretary-General, indicating that documents would no longer be accepted for distribution at Board meetings and material received early enough to be included in the mailing would be screened. He asked what criteria would be used. Mr. Groome answered that the subject of the documents ought to be germane to the Agenda of the meeting. Normally, the Secretary-General would review the documents and only if she had questions, would they be directed to the Chair for his decision.

Mr. Groome explained that the objective of the policy was simply to restore order and manageability to the organization and conduct of Board meetings, following a spring season during which a steady flow of miscellaneous documents, directed at the Board, came to the Office of the Secretary-General.

14. Date of next meeting

The next regular meeting of the Board will be held at 6:30 p.m., on 23 November 1994, at the Loyola Campus.

15. Adjournment

There being no other business, the meeting of the Open Session adjourned at 9:50 a.m.

Me Bérengère Gaudet
Secretary of the Board of Governors